



CORPORATION SERVICE COMPANY

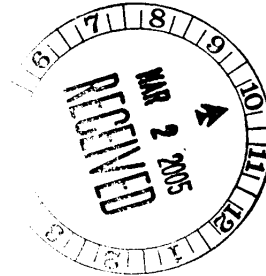
March 1, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 – Fax
Barbara.Saddler@stb.dot.gov

RECORDATION NO. 22965-K FILED

MAR 02 '05 11-55 AM

SURFACE TRANSPORTATION BOARD



RE: 141967-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 25, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **SALT RIVER PIMA-MARICOPA, INDIANA COMMUNITY DBA PHOENIX CEMENT COMPANY**
8800 East Chaparral Road, Suite 155 Scottsdale, AZ 85250

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **SALT RIVER PIMA-MARICOPA, INDIANA COMMUNITY DBA PHOENIX CEMENT COMPANY** covering 13 hopper cars with reporting marks and numbers –CEFX 95782 – CEFX 95819 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 22965 dated 6/23/00 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 25 day of June, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and SALT RIVER PIMA-MARICOPA, INDIAN COMMUNITY d/b/a PHOENIX CEMENT COMPANY, a sovereign nation, with an address at 8800 EAST CHAPARRAL ROAD, SUITE 155, SCOTTSDALE, AZ 85250-2618 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:


WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 8, 2000 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on June 23, 2000 and given Recordation Number 22965.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

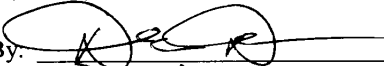
I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 
Name: Richard Latini
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

SALT RIVER PIMA-MARICOPA INDIAN COMMUNITY
d/b/a PHOENIX CEMENT COMPANY

By: 
Name: DALE DIULUS
Title: VP OPERATIONS

RECORDATION NO. 22965-5 FILED

MAR 02 '05 11:55 AM

SURFACE TRANSPORTATION BOARD

Schedule A

Number of Cars	Equipment Description
13	3,230 C.F., P.D. covered hopper car

1	CEFX	95782
2	CEFX	95783
3	CEFX	95784
4	CEFX	95785
5	CEFX	95786
6	CEFX	95787
7	CEFX	95788
8	CEFX	95789
9	CEFX	95814
10	CEFX	95815
11	CEFX	95816
12	CEFX	95817
13	CEFX	95819